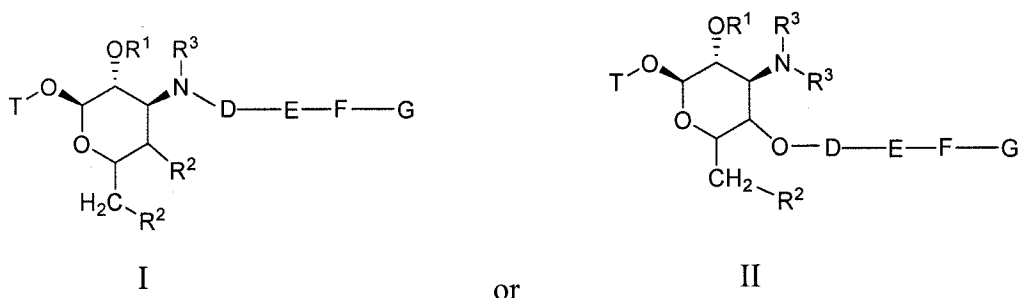


Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

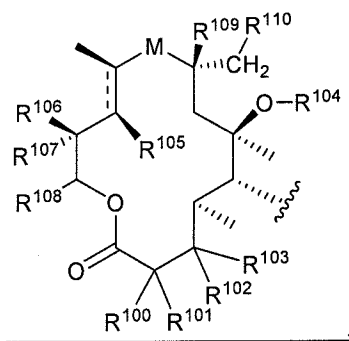
Listing of Claims:

1. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt, ~~or ester, N-oxide, or prodrug thereof,~~
wherein

T is



wherein:

M is selected from the group consisting of:

(a) -C(O)-, (b) -CH(-OR¹¹⁴)-, (c) -C(=NNR¹¹⁴R¹¹⁴)-, (d) -C(=NR¹¹⁴)-, (e) -CR¹¹⁵R¹¹⁵-, and (f) -C(=NOR¹²⁷)-;

R¹⁰⁰ is selected from the group consisting of H and C₁₋₆ alkyl;

R¹⁰¹ is selected from the group consisting of:

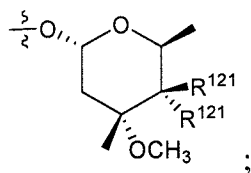
(a) H, (b) Cl, (c) F, (d) Br, (e) I, (f) -NR¹¹⁴R¹¹⁴, (g) -NR¹¹⁴C(O)R¹¹⁴, (h) -OR¹¹⁴, (i) -OC(O)R¹¹⁴, (j) -OC(O)OR¹¹⁴, (k) -OC(O)NR¹¹⁴R¹¹⁴, (l) -O-C₁₋₆ alkyl, (m) -OC(O)-C₁₋₆ alkyl, (n) -OC(O)O-C₁₋₆ alkyl, (o) -OC(O)NR¹¹⁴-C₁₋₆ alkyl, (p) C₁₋₆ alkyl, (q) C₁₋₆ alkenyl, (r) C₁₋₆ alkynyl,

wherein any of (l) – (r) optionally is substituted with one or more R^{115} groups;

R^{102} is H;

R^{103} is selected from the group consisting of:

- (a) H, (b) $-OR^{114}$, (c) $-O-C_{1-6}$ alkyl- R^{115} , (d) $-OC((O)R^{114})$,
 (e) $-OC(O)-C_{1-6}$ alkyl- R^{115} , (f) $-OC(O)OR^{114}$, (g) $-OC(O)O-C_{1-6}$ alkyl- R^{115} ,
 (h) $-OC(O)NR^{114}R^{114}$, (i) $-OC(O)NR^{114}-C_{1-6}$ alkyl- R^{115} , and
 (j)



alternatively, R^{102} and R^{103} taken together form a carbonyl group:

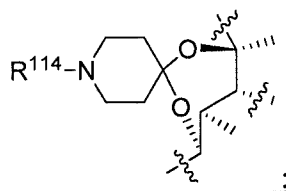
alternatively, R^{101} and R^{103} taken together are a single bond between the respective carbons to which these two groups are attached thereby creating a double bond between the carbons to which R^{100} and R^{102} are attached:

alternatively, R^{101} and R^{103} taken together are an epoxide moiety.

R^{104} is selected from the group consisting of:

- (a) H, (b) R^{114} , (c) $-C(O)R^{114}$ (d) $-C(O)OR^{114}$ (e) $-C(O)NR^{114}R^{114}$, (f) $-C_{1-6}$ alkyl- $K-R^{114}$, (g) $-C_{2-6}$ alkenyl- $K-R^{114}$, and (h) $-C_{2-6}$ alkynyl- $K-R^{114}$;

alternatively R^{103} and R^{104} , taken together with the atoms to which they are bonded, form:



K is selected from the group consisting of:

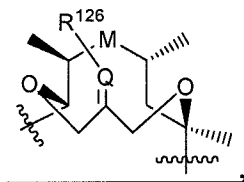
- (a) $-C(O)-$, (b) $-C(O)O-$, (c) $-C(O)NR^{114}-$, (d) $-C(=NR^{114})-$, (e) $-C(=NR^{114})O-$,
 (f) $-C(=NR^{114})NR^{114}-$, (g) $-OC(O)-$, (h) $-OC(O)O-$, (i) $-OC(O)NR^{114}-$,

(j) $-\text{NR}^{114}\text{C(O)}-$, (k) $-\text{NR}^{114}\text{C(O)O}-$, (l) $-\text{NR}^{114}\text{C(O)NR}^{114}-$,
 (m) $-\text{NR}^{114}\text{C(=NR}^{114})\text{NR}^{114}-$, and (o) $-\text{S(O)}_p-$;

R^{105} is selected from the group consisting of:

(a) R^{114} , (b) $-\text{OR}^{114}$, (c) $-\text{NR}^{114}\text{R}^{114}$, (d) $-\text{O}-\text{C}_{1-6}\text{ alkyl}-\text{R}^{115}$, (e) $-\text{C(O)}-\text{R}^{114}$,
 (f) $-\text{C(O)}-\text{C}_{1-6}\text{ alkyl}-\text{R}^{115}$, (g) $-\text{OC(O)}-\text{R}^{114}$, (h) $-\text{OC(O)}-\text{C}_{1-6}\text{ alkyl}-\text{R}^{115}$,
 (i) $-\text{OC(O)O}-\text{R}^{114}$, (j) $-\text{OC(O)O}-\text{C}_{1-6}\text{ alkyl}-\text{R}^{115}$, (k) $-\text{OC(O)NR}^{114}\text{R}^{114}$,
 (l) $-\text{OC(O)NR}^{114}-\text{C}_{1-6}\text{ alkyl}-\text{R}^{115}$, (m) $-\text{C(O)}-\text{C}_{2-6}\text{ alkenyl}-\text{R}^{115}$, and
 (n) $-\text{C(O)}-\text{C}_{2-6}\text{ alkynyl}-\text{R}^{115}$;

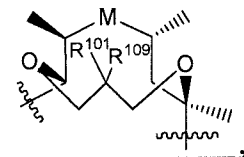
alternatively, R^{104} and R^{105} , taken together with the atoms to which they are bonded,
 form:



wherein

Q is CH or N , and R^{126} is $-\text{OR}^{114}$, $-\text{NR}^{114}$ or R^{114} ;

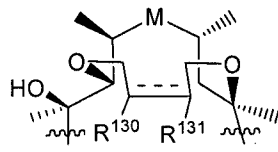
alternatively, R^{104} and R^{105} , taken together with the atoms to which they are bonded,
 form:



wherein

- i) R^{101} is as defined above;
- ii) alternatively, R^{101} and R^{109} may be taken together form a carbonyl group;
- iii) alternatively, R^{101} and R^{109} may be taken together to form the group $-\text{O}(\text{CR}^{116}\text{R}^{116})_u\text{O}-$;

alternatively, R^{104} and R^{105} , taken together with the atoms to which they are bonded,
 form:



- i) R¹³⁰ is -OH, =C(O), or R¹¹⁴,
- ii) R¹³¹ is -OH, =C(O), or R¹¹⁴,
- iii) alternately, R¹³⁰ and R¹³¹ together with the carbons to which they are attached form a 3-7 membered saturated, unsaturated or aromatic carbocyclic or heterocyclic ring which can optionally be substituted with one or more R¹¹⁴ groups;

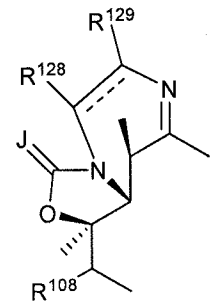
R¹⁰⁶ is selected from the group consisting of:

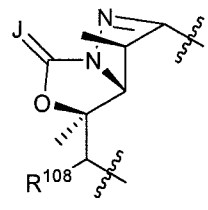
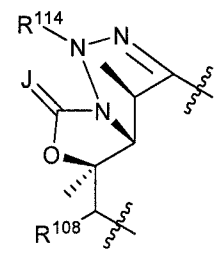
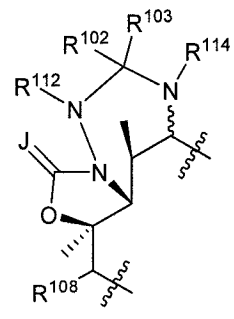
(a) -OR¹¹⁴, (b) -C₁₋₆ alkoxy-R¹¹⁵, (c) -C(O)R¹¹⁴, (d) -OC(O)R¹¹⁴, (e) -OC(O)OR¹¹⁴, (f) -OC(O)NR¹¹⁴R¹¹⁴, and (g) -NR¹¹⁴R¹¹⁴,

alternatively, R¹⁰⁵ and R¹⁰⁶ taken together with the atoms to which they are attached form a 5-membered ring by attachment to each other through a chemical moiety selected from the group consisting of:

(a) -OC(R¹¹⁵)₂O-, (b) -OC(O)O-, (c) -OC(O)NR¹¹⁴-, (d) -NR¹¹⁴C(O)O-, (e) -OC(O)NOR¹¹⁴-, (f) -NOR¹¹⁴-C(O)O-, (g) -OC(O)NNR¹¹⁴R¹¹⁴-, (h) -NNR¹¹⁴R¹¹⁴-C(O)O-, (i) -OC(O)C(R¹¹⁵)₂-, (j) -C(R¹¹⁵)₂C(O)O-, (k) -OC(S)O-, (l) -OC((S)NR¹¹⁴-, (m) -NR¹¹⁴C(S)O-, (n) -OC(S)NOR¹¹⁴-, (o) -NOR¹¹⁴-C(S)O-, (p) -OC(S)NNR¹¹⁴R¹¹⁴-, (q) -NNR¹¹⁴R¹¹⁴-C(S)O-, (r) -OC(S)C(R¹¹⁵)₂-, and (s) -C(R¹¹⁵)₂C(S)O-;

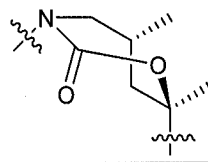
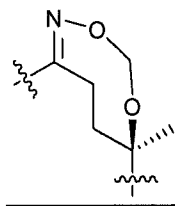
alternatively, M, R¹⁰⁵, and R¹⁰⁶ taken together with the atoms to which they are attached form:

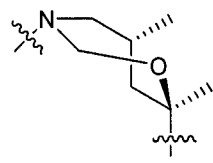




wherein J is selected from the group consisting of O, S and NR¹¹⁴;

alternatively, M and R¹⁰⁴ taken together with the atoms to which they are attached form:





R¹⁰⁷ is selected from the group consisting of

(a) H, (b) -C₁₋₄ alkyl, (c) -C₂₋₄ alkenyl, which can be further substituted with C₁₋₁₂ alkyl or one or more halogens, (d) -C₂₋₄ alkynyl, which can be further substituted with C₁₋₁₂ alkyl or one or more halogens, (e) aryl or heteroaryl, which can be further substituted with C₁₋₁₂ alkyl or one or more halogens, (f) -C(O)H, (g) -COOH, (h) -CN, (i) -COOR¹¹⁴, (j) -C(O)NR¹¹⁴R¹¹⁴, (k) -C(O)R¹¹⁴, and (l) -C(O)SR¹¹⁴, wherein (b) is further substituted with one or more substituents selected from the group consisting of (aa) -OR¹¹⁴, (bb) halogen, (cc) -SR¹¹⁴, (dd) C₁₋₁₂ alkyl, which can be further substituted with halogen, hydroxyl, C₁₋₆ alkoxy, or amino, (ee) -OR¹¹⁴, (ff) -SR¹¹⁴, (gg) -NR¹¹⁴R¹¹⁴, (hh) -CN, (ii) -NO₂, (jj) -NC(O)R¹¹⁴, (kk) -COOR¹¹⁴, (ll) -N₃, (mm) =N-O-R¹¹⁴, (nn) =NR¹¹⁴, (oo) =N-NR¹¹⁴R¹¹⁴, (pp) =N-NH-C(O)R¹¹⁴, and (qq) =N-NH-C(O)NR¹¹⁴R¹¹⁴;

alternatively R¹⁰⁶ and R¹⁰⁷ are taken together with the atom to which they are attached to form an epoxide, a carbonyl, an olefin, or a substituted olefin, or a C₃-C₇ carbocyclic, carbonate, or carbamate, wherein the nitrogen of said carbamate can be further substituted with a C₁-C₆ alkyl;

R¹⁰⁸ is selected from the group consisting of:

(a) C₁₋₆ alkyl, (b) C₂₋₆ alkenyl, and (c) C₂₋₆ alkynyl,

wherein any of (a)-(c) optionally is substituted with one or more R¹¹⁴ groups;

R¹¹¹ is selected from the group consisting of H and -C(O)R¹¹⁴;

R¹¹² is selected from the group consisting of H, OH, and OR¹¹⁴;

R¹¹³ is selected from the group consisting of:

(a) H, (b) R¹¹⁴, (c) -C₁₋₆ alkyl-K-R¹¹⁴, (d) -C₂₋₆ alkenyl-K-R¹¹⁴, and

(e) -C₂₋₆ alkynyl-K-R¹¹⁴,

wherein any of (c)-(e) optionally is substituted with one or more R¹¹⁵ groups;

R¹¹⁴, at each occurrence, independently is selected from the group consisting of:

(a) H, (b) C₁₋₆ alkyl, (c) C₂₋₆ alkenyl, (d) C₂₋₆ alkynyl, (e) C₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, (f) 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (g) -C(O)-C₁₋₆ alkyl, (h) -C(O)-C₂₋₆ alkenyl, (i) -C(O)-C₂₋₆ alkynyl, (j) -C(O)-C₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, (k) -C(O)-3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (l) -C(O)O-C₁₋₆ alkyl, (m) -C(O)O-C₂₋₆ alkenyl, (n) -C(O)O-C₂₋₆ alkynyl, (o) -C(O)O-C₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, (p) -C(O)O-3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and (q) -C(O)NR¹¹⁶R¹¹⁶,

wherein any of (b)-(p) optionally is substituted with one or more R¹¹⁵ groups, wherein one or more non-terminal carbon moieties of any of (b)-(d) optionally is replaced with oxygen, S(O)_p, or -NR¹¹⁶.

alternatively, NR¹¹⁴R¹¹⁴ forms a 3-7 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R¹¹⁴ groups are bonded and optionally one or more moieties selected from the group consisting of O, S(O)_p, N, and NR¹¹⁸;

R¹¹⁵ is selected from the group consisting of:

(a) R¹¹⁷, (b) C₁₋₈ alkyl, (c) C₂₋₈ alkenyl, (d) C₂₋₈ alkynyl, (e) C₃₋₁₂ saturated, unsaturated, or aromatic carbocycle, (f) 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of (b)-(f) optionally is substituted with one or more R¹¹⁷ groups;

R¹¹⁶, at each occurrence, independently is selected from the group consisting of:

(a) H, (b) C₁₋₆ alkyl, (c) C₂₋₆ alkenyl, (d) C₂₋₆ alkynyl, (e) C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (f) 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein one or more non-terminal carbon moieties of any of (b)–(d) optionally is replaced with oxygen, S(O)_p, or –NR¹¹⁴, wherein any of (b)–(f) optionally is substituted with one or more moieties selected from the group consisting of:

(aa) carbonyl, (bb) formyl, (cc) F, (dd) Cl, (ee) Br, (ff) I, (gg) CN, (hh) N₃, (ii)NO₂, (jj) OR¹¹⁸, (kk) –S(O)_pR¹¹⁸, (ll) –C(O)R¹¹⁸, (mm) –C(O)OR¹¹⁸, (nn) –OC(O)R¹¹⁸, (oo) –C(O)NR¹¹⁸R¹¹⁸, (pp) –OC(O)NR¹¹⁸R¹¹⁸, (qq) –C(=NR¹¹⁸)R¹¹⁸, (rr) –C(R¹¹⁸)(R¹¹⁸)OR¹¹⁸, (ss) –C(R¹¹⁸)₂OC(O)R¹¹⁸, (tt) –C(R¹¹⁸)(OR¹¹⁸)(CH₂)_rNR¹¹⁸R¹¹⁸, (uu) –NR¹¹⁸R¹¹⁸, (vv) –NR¹¹⁸OR¹¹⁸, (ww) –NR¹¹⁸C(O)R¹¹⁸, (xx) –NR¹¹⁸C(O)OR¹¹⁸, (yy) –NR¹¹⁸C(O)NR¹¹⁸R¹¹⁸, (zz) –NR¹¹⁸S(O)_rR¹¹⁸, (ab) –C(OR¹¹⁸)(OR¹¹⁸)R¹¹⁸, (ac) –C(R¹¹⁸)₂NR¹¹⁸R¹¹⁸, (ad) =NR¹¹⁸, (ae) –C(S)NR¹¹⁸R¹¹⁸, (af) –NR¹¹⁸C(S)R¹¹⁸, (ag) –OC(S)NR¹¹⁸R¹¹⁸, (ah) –NR¹¹⁸C(S)OR¹¹⁸, (ai) –NR¹¹⁸C(S)NR¹¹⁸R¹¹⁸, (aj) –SC(O)R¹¹⁸, (ak) C₁₋₈ alkyl, (al) C₂₋₈ alkenyl, (am) C₂₋₈ alkynyl, (an) C₁₋₈ alkoxy, (ao) C₁₋₈ alkylthio, (ap) C₁₋₈ acyl, (aq) saturated, unsaturated, or aromatic C₃₋₁₀ carbocycle, and (ar) saturated, unsaturated, or aromatic 3-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

alternatively, NR¹¹⁶R¹¹⁶ forms a 3-10 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R¹¹⁶ groups are attached and optionally one or more moieties selected from the group consisting of O, S(O)_p, N, and NR¹¹⁸;

alternatively, CR¹¹⁶R¹¹⁶ forms a carbonyl group;

R¹¹⁷, at each occurrence, is selected from the group consisting of:

(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) (CR¹¹⁶R¹¹⁶)_rCF₃, (h) (CR¹¹⁶R¹¹⁶)_rCN, (i) (CR¹¹⁶R¹¹⁶)_rNO₂, (j) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (k) (CR¹¹⁶R¹¹⁶)_rOR¹¹⁹, (l) (CR¹¹⁶R¹¹⁶)_rS(O)_p(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (m) (CR¹¹⁶R¹¹⁶)_rC(O)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (n) (CR¹¹⁶R¹¹⁶)_rOC(O)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (o) (CR¹¹⁶R¹¹⁶)_rSC(O)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (p) (CR¹¹⁶R¹¹⁶)_rC(O)O(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (q) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶C(O)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (r) (CR¹¹⁶R¹¹⁶)_rC(O)NR¹¹⁶(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (s)

(CR¹¹⁶R¹¹⁶)_tC(=NR¹¹⁶)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(t) (CR¹¹⁶R¹¹⁶)_tC(=NNR¹¹⁶R¹¹⁶)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(u) (CR¹¹⁶R¹¹⁶)_tC(=NNR¹¹⁶C(O)R¹¹⁶)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(v) (CR¹¹⁶R¹¹⁶)_tC(=NOR¹¹⁹)(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(w) (CR¹¹⁶R¹¹⁶)_tNR¹¹⁶C(O)O(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(x) (CR¹¹⁶R¹¹⁶)_tOC(O)NR¹¹⁶(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(y) (CR¹¹⁶R¹¹⁶)_tNR¹¹⁶C(O)NR¹¹⁶(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(z) (CR¹¹⁶R¹¹⁶)_tNR¹¹⁶S(O)_p(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(aa) (CR¹¹⁶R¹¹⁶)_tS(O)_pNR¹¹⁶(CR¹¹⁶R¹¹⁶)_tR¹¹⁹,
(bb) (CR¹¹⁶R¹¹⁶)_tNR¹¹⁶S(O)_pNR¹¹⁶(CR¹¹⁶R¹¹⁶)_tR¹¹⁹, (cc) (CR¹¹⁶R¹¹⁶)_tNR¹¹⁶R¹¹⁶,
(dd) C₁₋₆ alkyl, (ee) C₂₋₆ alkenyl, (ff) C₂₋₆ alkynyl, (gg) (CR¹¹⁶R¹¹⁶)_t-C₃₋₁₀
saturated, unsaturated, or aromatic carbocycle, and (hh) (CR¹¹⁶R¹¹⁶)_t-3-10
membered saturated, unsaturated, or aromatic heterocycle containing one or more
heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
wherein any of (dd)–(hh) optionally is substituted with one or more R¹¹⁹
groups;

alternatively, two R¹¹⁷ groups may form –O(CH₂)_uO–;

R¹¹⁸ is selected from the group consisting of:

(a) H, (b) C₁₋₆ alkyl, (c) C₂₋₆ alkenyl, (d) C₂₋₆ alkynyl, (e) C₃₋₁₀ saturated,
unsaturated, or aromatic carbocycle, (f) 3-10 membered saturated, unsaturated, or
aromatic heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur, (g) –C(O)–C₁₋₆ alkyl, (h) –C(O)–
C₁₋₆ alkenyl, (i) –C(O)–C₁₋₆ alkynyl, (j) –C(O)–C₃₋₁₀ saturated, unsaturated, or
aromatic carbocycle, and (k) –C(O)–3-10 membered saturated, unsaturated, or
aromatic heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur,
wherein any of (b)–(k) optionally is substituted with one or more moieties
selected from the group consisting of : (aa) H, (bb) F, (cc) Cl, (dd) Br, (ee)
I, (ff) CN, (gg) NO₂, (hh) OH, (ii) NH₂, (jj) NH(C₁₋₆ alkyl), (kk)
N(C₁₋₆ alkyl)₂, (ll) C₁₋₆ alkoxy, (mm) aryl, (nn) substituted aryl, (oo)
heteroaryl, (pp) substituted heteroaryl, and (qq) C₁₋₆ alkyl, optionally

substituted with one or more moieties selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO₂, and OH;

R¹¹⁹, at each occurrence, independently is selected from the group consisting of:

(a) R¹²⁰, (b) C₁₋₆ alkyl, (c) C₂₋₆ alkenyl, (d) C₂₋₆ alkynyl, (e) C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (f) 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of (b)–(f) optionally is substituted with one or more R¹¹⁹ groups;

R¹²⁰, at each occurrence, independently is selected from the group consisting of:

(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) (CR¹¹⁶R¹¹⁶)_rCF₃, (h) (CR¹¹⁶R¹¹⁶)_rCN, (i) (CR¹¹⁶R¹¹⁶)_rNO₂, (j) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶R¹¹⁶, (k) (CR¹¹⁶R¹¹⁶)_rOR¹¹⁴, (l) (CR¹¹⁶R¹¹⁶)_rS(O)_pR¹¹⁶, (m) (CR¹¹⁶R¹¹⁶)_rC(O)R¹¹⁶, (n) (CR¹¹⁶R¹¹⁶)_rC(O)OR¹¹⁶, (o) (CR¹¹⁶R¹¹⁶)_rOC(O)R¹¹⁶, (p) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶C(O)R¹¹⁶, (q) (CR¹¹⁶R¹¹⁶)_rC(O)NR¹¹⁶R¹¹⁶, (r) (CR¹¹⁶R¹¹⁶)_rC(=NR¹¹⁶)R¹¹⁶, (s) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶C(O)NR¹¹⁶R¹¹⁶, (t) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶S(O)_pR¹¹⁶, (u) (CR¹¹⁶R¹¹⁶)_rS(O)_pNR¹¹⁶R¹¹⁶, (v) (CR¹¹⁶R¹¹⁶)_rNR¹¹⁶S(O)_pNR¹¹⁶R¹¹⁶, (w) C₁₋₆ alkyl, (x) C₂₋₆ alkenyl, (y) C₂₋₆ alkynyl, (z) (CR¹¹⁶R¹¹⁶)_r-C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (aa) (CR¹¹⁶R¹¹⁶)_r-3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of (w)–(aa) optionally is substituted with one or more moieties selected from the group consisting of R¹¹⁶, F, Cl, Br, I, CN, NO₂, –OR¹¹⁶, –NH₂, –NH(C₁₋₆ alkyl), –N(C₁₋₆ alkyl)₂, C₁₋₆ alkoxy, C₁₋₆ alkylthio, and C₁₋₆ acyl;

R¹²¹, at each occurrence, independently is selected from the group consisting of:

(a) H, (b) –OR¹¹⁸, (c) –O–C₁₋₆ alkyl–OC(O)R¹¹⁸, (d) –O–C₁₋₆ alkyl–OC(O)OR¹¹⁸, (e) –O–C₁₋₆ alkyl–OC(O)NR¹¹⁸R¹¹⁸, (f) –O–C₁₋₆ alkyl–C(O)NR¹¹⁸R¹¹⁸, (g) –O–C₁₋₆ alkyl–NR¹¹⁸C(O)R¹¹⁸, (h) –O–C₁₋₆ alkyl–NR¹¹⁸C(O)OR¹¹⁸, (i) –O–C₁₋₆ alkyl–

NR¹¹⁸C(O)NR¹¹⁸R¹¹⁸, (j) -O-C₁₋₆ alkyl-NR¹¹⁸C(=N(H)NR¹¹⁸R¹¹⁸, (k) -O-C₁₋₆ alkyl-S(O)_pR¹¹⁸, (l) -O-C₂₋₆ alkenyl-OC(O)R¹¹⁸, (m) -O-C₂₋₆ alkenyl-OC(O)OR¹¹⁸, (n) -O-C₂₋₆ alkenyl-OC(O)NR¹¹⁸R¹¹⁸, (o) -O-C₂₋₆ alkenyl-C(O)NR¹¹⁸R¹¹⁸, (p) -O-C₂₋₆ alkenyl-NR¹¹⁸C(O)R¹¹⁸, (q) -O-C₂₋₆ alkenyl-NR¹¹⁸C(O)OR¹¹⁸, (r) -O-C₂₋₆ alkenyl-NR¹¹⁸C(O)NR¹¹⁸R¹¹⁸, (s) -O-C₂₋₆ alkenyl-NR¹¹⁸C(=N(H)NR¹¹⁸R¹¹⁸, (t) -O-C₂₋₆ alkenyl-S(O)_pR¹¹⁸, (u) -O-C₂₋₆ alkynyl-OC(O)R¹¹⁸, (v) -O-C₂₋₆ alkynyl-OC(O)OR¹¹⁸, (w) -O-C₂₋₆ alkynyl-OC(O)NR¹¹⁸R¹¹⁸, (x) -O-C₂₋₆ alkynyl-C(O)NR¹¹⁸R¹¹⁸, (y) -O-C₂₋₆ alkynyl-NR¹¹⁸C(O)R¹¹⁸, (z) -O-C₂₋₆ alkynyl-NR¹¹⁸C(O)OR¹¹⁸, (aa) -O-C₂₋₆ alkynyl-NR¹¹⁸C(O)NR¹¹⁸R¹¹⁸, (bb) -O-C₂₋₆ alkynyl-NR¹¹⁸C(=N(H)NR¹¹⁸R¹¹⁸, (cc) -O-C₂₋₆ alkynyl-S(O)_pR¹¹⁸, and (dd) -NR¹¹⁸R¹¹⁸;

alternatively, two R¹²¹ groups taken together form =O, =NOR¹¹⁸, or =NNR¹¹⁸R¹¹⁸;

R¹²² is R¹¹⁵;

R¹²³ is selected from the group consisting of:

(a) R¹¹⁶, (b) F, (c) Cl, (d) Br, (e) I, (f) CN, (g) NO₂, and (h) -OR¹¹⁴;

alternatively, R¹²² and R¹²³ taken together are -O(CH₂)₀O-;

R¹²⁴, at each occurrence, independently is selected from the group consisting of:

(a) H, (b) F, (c) Cl, (d) Br, (e) I, (f) CN, (g) -OR¹¹⁴, (h) -NO₂, (i) -NR¹¹⁴R¹¹⁴, (j) C₁₋₆ alkyl, (k) C₁₋₆ acyl, and (l) C₁₋₆ alkoxy;

R¹²⁵ is selected from the group consisting of:

(a) C₁₋₆ alkyl, (b) C₂₋₆ alkenyl, (c) C₂₋₆ alkynyl, (d) C₁₋₆ acyl, (e) C₁₋₆ alkoxy, (f) C₁₋₆ alkylthio, (g) saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, (h) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (i) -O-C₁₋₆ alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (j) -NR¹¹⁴-C₁₋₆ alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (k) saturated, unsaturated, or aromatic 10-membered bicyclic ring system

optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (l) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (m) $-OR^{114}$, (n) $-NR^{114}R^{114}$, (o) $-S(O)_pR^{114}$, and (p) $-R^{124}$,

wherein any of (a)-(l) optionally is substituted with one or more R^{115} groups;

alternatively, R^{125} and one R^{124} group, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R^{115} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{115} groups;

R^{126} at each occurrence, independently is selected from the group consisting of:

(a) hydrogen, (b) an electron-withdrawing group, (c) aryl, (d) substituted aryl, (e) heteroaryl, (f) substituted heteroaryl, and (g) C_{1-6} alkyl, optionally substituted with one or more R^{115} groups;

alternatively, any R^{126} and any R^{123} , taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R^{115} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{115} groups;

R^{109} is H or F;

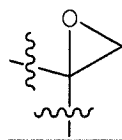
R^{127} is R^{114} , a monosaccharide or disaccharide (including amino sugars and halo sugar(s), $-(CH_2)_n-(O-CH_2CH_2-)_m-O(CH_2)_pCH_3$ or $-(CH_2)_n-(O-CH_2CH_2-)_m-OH$

R^{128} is R^{114}

R^{129} is R^{114}

R^{110} is R^{114}

Alternatively, R^{109} and R^{110} taken together with the carbons to which they are attached form:



Alternately, R^{128} and R^{129} together with the carbons to which they are attached form a 3-6 membered saturated, unsaturated or aromatic carbocyclic or heterocyclic ring which may optionally be substituted with one or more R^{114} groups;

m, at each occurrence is 0, 1, 2, 3, 4, or 5;

n, at each occurrence is 1, 2, or 3;

~~a 14-, 15-, or 16-membered macrolide connected via a macrocyclic ring carbon atom;~~

R^1 and R^3 independently are selected from the group consisting of: (a) H, (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group, (e) $-C(O)R^5$, (f) $-C(O)OR^5$, (g) $-C(O)NR^4R^4R^4$, (h) $-C(S)R^5$, (i) $-C(S)OR^5$, (j) $-C(O)SR^5$, or (k) $-C(S)NR^4R^4R^4$;

R^2 is hydrogen or $-OR^{12}$;

~~D is selected from the group consisting of:~~

~~(a) a single bond, (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group; (e) $-C(O)X$, (f) $-C(O)OX$, (g) $-C(O)NR^4R^4X$, (h) $-C(=NR^4)X$, (i) $-C(=NR^4)OX$, (j) $-C(=NR^4)NX$, (k) $-SO_2X$, (l) $-C(NR^4)NR^4X$, (m) $-C(S)X$, (n) $-C(S)NR^4X$, (o) $-C(NR^4)SX$, or (p) $-C(O)SX$, wherein~~

~~i) 0-2 carbon atoms in any of (b) (d) of D immediately above optionally is replaced by a moiety selected from the group consisting of O, $S(O)_p$, and NR^4 ;~~

~~ii) each of the groups (b) (d) immediately above optionally is substituted with one or more R^5 groups;~~

~~iii) alternatively when R^5 is present as an optional substituent on (b) (d), R^3 and R^5 can be taken together with the atoms to which they are attached to form a 3-7 membered ring; and~~

~~iv) X is selected from the group consisting of (aa) a C_{1-6} alkyl group;~~

~~(bb) a C₂₋₆-alkenyl group, or (cc) a C₂₋₆-alkynyl group, wherein each of groups (aa)–(cc) optionally is substituted with one or more R⁵-groups;~~

F is selected from the group consisting of:

- (a) a single bond, (b) a C₁₋₆ alkyl group, (c) a C₂₋₆ alkenyl group, (d) a C₂₋₆ alkynyl group, wherein
 - i) 0-2 carbon atoms in any of (b)–(d) of F immediately above optionally is replaced by a moiety selected from the group consisting of O, S(O)_p, and NR⁴,
 - ii) any of (b)–(d) of F immediately above optionally is substituted with one or more R⁵ groups, and
 - iii) any of (b)–(d) of F immediately above optionally is substituted with C₁₋₆ alkyl-R⁵ groups;

~~E is selected from the group consisting of:~~

- ~~(a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle 1,2,3-thiazoyl containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,~~
- ~~(b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle,~~
- ~~(c) a —W [3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur],~~
- ~~(d) a —W [3-10 membered saturated, unsaturated, or aromatic carbocycle],~~
- ~~(e) C(O)—, (f) C(O)O—, (g) C(O)NR⁴—, (h) C(=NR⁴)—,~~
- ~~(i) C(=NR⁴)O—, (j) C(=NR⁴)NR⁴—, (k) OC(O)—, (l) OC(O)O—,~~
- ~~(m) OC(O)NR⁴—, (n) NR⁴C(O)—, (o) NR⁴C(O)O—,~~
- ~~(p) NR⁴C(O)NR⁴—, (q) NR⁴C(=NR⁴)NR⁴—, (r) S(O)_p—,~~
- ~~(s) NR⁴S(O)₂—, (t) S(O)₂NR⁴—, (u) C(N OR⁴)—, (v) CH₂—,~~
- ~~(w) C(N NR⁴R⁴)—, (x) C(S)NR⁴—, (y) NR⁴C(S)—, (z) C(S)O—, or~~
- ~~(aa) OC(S)—, wherein~~
 - ~~i) —any of (a)–(d) said 1,2,3-triazoyl immediately above optionally is substituted with one or more R⁵ groups; and~~

ii) ~~W is selected from the group consisting of:~~

~~(aa) OCO-, (bb) OC(O)O-, (cc) OC(O)NR⁴-,
 (dd) NR⁴C(O)O-, (ee) OCNOR⁴-,
 (ff) NR⁴C(O)O-, (gg) C(S)(NR⁴), (hh) NR⁴-,
 (ii) OC(S)O-, (jj) OC(S)NR⁴-, (kk) NR⁴C(S)O-, (ll) OC(S)NOR⁴-, (mm) C(S)O-, (nn) OC(S)-, (oo) C(O)-, (pp) C(O)O-, (qq) C(O)NR⁴-, (rr) C(=NR⁴)-, (ss) C(=NR⁴)O-, (tt) C(=NR⁴)NR⁴-, (uu) OC(O)-, (vv) OC(O)O-, (ww) OC(O)NR⁴-, (xx) NR⁴C(O)-, (yy) NR⁴C(O)O-, (zz) NR⁴C(O)NR⁴-, (aaa) NR⁴C(=NR⁴)NR⁴-, (bbb) S(O)_p-, (ccc) NR⁴S(O)₂-, (ddd) S(O)₂NR⁴-, (eee) C(NOR⁴)-, (fff) C(NNR⁴R⁴)-, (ggg) C(S)NR⁴-, or (hhh) NR⁴C(S)-;~~

G is selected from the group consisting of: (a) B' and (b) B'-Z-B'', wherein

- i) each B' and B'' is independently selected from the group consisting of (aa) an aryl group, (bb) a heteroaryl group, (cc) a biaryl group, (dd) a fused bicyclic or tricyclic saturated, unsaturated or aromatic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (ee) a 3-10 membered saturated or unsaturated heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (ff) a 3-10 membered saturated, or unsaturated carbocycle, wherein each (aa)-(ff) optionally is substituted with one or more R¹¹ groups; and
- ii) Z is selected from the group consisting of (aa) a single bond, (bb) a C₁₋₂ alkyl group, (cc) a C₂ alkenyl group, (dd) a C₂ alkynyl group, (ee) -C(O)-, (ff) -C(O)O-, (gg) -C(O)NR⁴-, (hh) -C(=NR⁴)-, (ii) -C(=NR⁴)O-, (jj) -C(=NR⁴)NR⁴-, (kk) -S(O)_p-, (ll) -OC(O)-, (mm) -C(S)-, (nn) -C(S)NR⁴-, (oo) -C(NR⁴)S-, (pp) -C(O)S-, (qq) -O-, (rr) -NR⁴-, (ss) -NR⁴C(O)-, (tt) -OC(NR⁴)-, (uu) -NC(NR⁴)-, (vv) -C(S)O-, (ww) -SC(O)-,

or (xx) $-\text{OC}(\text{S})-$;

R^4 , at each occurrence, independently is selected from the group consisting of:

- (a) H, (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group, (e) a C_{6-10} saturated, unsaturated, or aromatic carbocycle, (f) a 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (g) $-\text{C}(\text{O})-\text{C}_{1-6}$ alkyl, (h) $-\text{C}(\text{O})-\text{C}_{2-6}$ alkenyl, (i) $-\text{C}(\text{O})-\text{C}_{2-6}$ alkynyl, (j) $-\text{C}(\text{O})-\text{C}_{6-10}$ saturated, unsaturated, or aromatic carbocycle, (k) $-\text{C}(\text{O})$ -3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, (l) $-\text{C}(\text{O})\text{O}-\text{C}_{1-6}$ alkyl, (m) $-\text{C}(\text{O})\text{O}-\text{C}_{2-6}$ alkenyl, (n) $-\text{C}(\text{O})\text{O}-\text{C}_{2-6}$ alkynyl, (o) $-\text{C}(\text{O})\text{O}-\text{C}_{6-10}$ saturated, unsaturated, or aromatic carbocycle, (p) $-\text{C}(\text{O})\text{O}$ -3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and q) $-\text{C}(\text{O})\text{NR}^6\text{R}^6$,

wherein any of (b)–(p) optionally is substituted with one or more R^5 groups,

alternatively, NR^4R^4 forms a 3-7 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R^4 groups are bonded, wherein said ring is optionally substituted at a position other than the nitrogen atom to which the R^4 groups are bonded, with one or more moieties selected from the group consisting of O, $\text{S}(\text{O})_p$, N, and NR^8 ;

R^5 is selected from the group consisting of:

- (a) R^7 , (b) a C_{1-8} alkyl group, (c) a C_{2-8} alkenyl group, (d) a C_{2-8} alkynyl group, (e) a C_{3-12} saturated, unsaturated, or aromatic carbocycle, and (f) a 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, or two R^5 groups, when present on the same carbon atom can be taken together with the carbon atom to which they are attached to form a spiro 3-6 membered carbocyclic ring or heterocyclic ring containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur;

wherein any of (b)–(f) immediately above optionally is substituted with

one or more R^7 groups;

R^6 , at each occurrence, independently is selected from the group consisting of:

(a) H, (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group, (e) a C_{3-10} saturated, unsaturated, or aromatic carbocycle, and (f) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein any of (b)–(f) optionally is substituted with one or more moieties selected from the group consisting of:

(aa) a carbonyl group, (bb) a formyl group, (cc) F, (dd) Cl, (ee) Br, (ff) I, (gg) CN, (hh) NO_2 , (ii) $-OR^8$, (jj) $-S(O)_pR^8$, (kk) $-C(O)R^8$, (ll) $-C(O)OR^8$, (mm) $-OC(O)R^8$, (nn) $-C(O)NR^8R^8$, (oo) $-OC(O)NR^8R^8$, (pp) $-C(=NR^8)R^8$, (qq) $-C(R^8)(R^8)OR^8$, (rr) $-C(R^8)_2OC(O)R^8$, (ss) $-C(R^8)(OR^8)(CH_2)_rNR^8R^8$, (tt) $-NR^8R^8$, (uu) $-NR^8OR^8$, (vv) $-NR^8C(O)R^8$, (ww) $-NR^8C(O)OR^8$, (xx) $-NR^8C(O)NR^8R^8$, (yy) $-NR^8S(O)_rR^8$, (zz) $-C(OR^8)(OR^8)R^8$, (ab) $-C(R^8)_2NR^8R^8$, (ac) $=NR^8$, (ad) $-C(S)NR^8R^8$, (ae) $-NR^8C(S)R^8$, (af) $-OC(S)NR^8R^8$, (ag) $-NR^8C(S)OR^8$, (ah) $-NR^8C(S)NR^8R^8$, (ai) $-SC(O)R^8$, (aj) a C_{1-8} alkyl group, (ak) a C_{2-8} alkenyl group, (al) a C_{2-8} alkynyl group, (am) a C_{1-8} alkoxy group, (an) a C_{1-8} alkylthio group, (ao) a C_{1-8} acyl group, (ap) $-CF_3$, (aq) $-SCF_3$, (ar) a C_{3-10} saturated, unsaturated, or aromatic carbocycle, and (as) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

alternatively, NR^6R^6 forms a 3-10 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R^6 groups are attached wherein said ring is optionally

substituted at a position other than the nitrogen atom to which the R^6 groups are bonded, with one or more moieties selected from the group consisting of O, $S(O)_p$, N, and NR^8 ;

alternatively, CR^6R^6 forms a carbonyl group;

R^7 , at each occurrence, is selected from the group consisting of:

- (a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $-CF_3$,
- (h) $-CN$, (i) $-N_3$ (j) $-NO_2$, (k) $-NR^6(CR^6R^6)_tR^9$, (l) $-OR^9$, (m) $-S(O)_pC(R^6R^6)_tR^9$,
- (n) $-C(O)(CR^6R^6)_tR^9$, (o) $-OC(O)(CR^6R^6)_tR^9$, (p) $-SC(O)(CR^6R^6)_tR^9$, (q) $-C(O)O(CR^6R^6)_tR^9$, (r) $-NR^6C(O)(CR^6R^6)_tR^9$, (s) $-C(O)NR^6(CR^6R^6)_tR^9$, (t) $-C(=NR^6)(CR^6R^6)_tR^9$, (u) $-C(=NNR^6R^6)(CR^6R^6)_tR^9$, (v) $-C(=NNR^6C(O)R^6)(CR^6R^6)_tR^9$, (w) $-C(=NOR^9)(CR^6R^6)_tR^9$, (x) $-NR^6C(O)O(CR^6R^6)_tR^9$, (y) $-OC(O)NR^6(CR^6R^6)_tR^9$, (z) $-NR^6C(O)NR^6(CR^6R^6)_tR^9$, (aa) $-NR^6S(O)_p(CR^6R^6)_tR^9$, (bb) $-S(O)_pNR^6(CR^6R^6)_tR^9$, (cc) $-NR^6S(O)_pNR^6(CR^6R^6)_tR^9$, (dd) $-NR^6R^6$, (ee) $-NR^6(CR^6R^6)$, (ff) $-OH$, (gg) $-NR^6R^6$, (hh) $-OCH_3$, (ii) $-S(O)_pR^6$, (jj) $-NC(O)R^6$, (kk) a C_{1-6} alkyl group, (ll) a C_{2-6} alkenyl group, (mm) a C_{2-6} alkynyl group, (nn) C_{3-10} saturated, unsaturated, or aromatic carbocycle, and (oo) 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein any of (kk)–(oo) optionally is substituted with one or more R^9 groups;

alternatively, two R^7 groups may form $-O(CH_2)_uO-$;

R^8 is selected from the group consisting of:

- (a) R^5 , (b) H, (c) a C_{1-6} alkyl group, (d) a C_{2-6} alkenyl group, (e) a C_{2-6} alkynyl group, (f) a C_{3-10} saturated, unsaturated, or aromatic carbocycle, (g) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
- (h) $-C(O)-C_{1-6}$ alkyl, (i) $-C(O)-C_{1-6}$ alkenyl, (j) $-C(O)-C_{1-6}$ alkynyl, (k) $-C(O)-C_{3-10}$ saturated, unsaturated, or aromatic carbocycle, and (l) $-C(O)-3-10$ membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of (c)–(k) optionally is substituted with one or more moieties selected from the group consisting of : (aa) H, (bb) F, (cc) Cl, (dd) Br, (ee) I, (ff) CN, (gg) NO₂, (hh) OH, (ii) NH₂, (jj) NH(C₁₋₆ alkyl), (kk) N(C₁₋₆ alkyl)₂, (ll) a C₁₋₆ alkoxy group, (mm) an aryl group, (nn) a substituted aryl group, (oo) a heteroaryl group, (pp) a substituted heteroaryl group, and qq) a C₁₋₆ alkyl group optionally substituted with one or more moieties selected from the group consisting of an aryl group, a substituted aryl group, a heteroaryl group, a substituted heteroaryl group, F, Cl, Br, I, CN, NO₂, CF₃, SCF₃, and OH;

R⁹, at each occurrence, independently is selected from the group consisting of:

- (a) R¹⁰, (b) a C₁₋₆ alkyl group, (c) a C₂₋₆ alkenyl group, (d) a C₂₋₆ alkynyl group, (e) a C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (f) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein any of (b)–(f) optionally is substituted with one or more R¹⁰ groups;

R¹⁰, at each occurrence, independently is selected from the group consisting of:

- (a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) –CF₃, (h) –CN, (i) –NO₂, (j) –NR⁶R⁶, (k) –OR⁶, (l) –S(O)_pR⁶, (m) –C(O)R⁶, (n) –C(O)OR⁶, (o) –OC(O)R⁶, (p) NR⁶C(O)R⁶, (q) –C(O)NR⁶R⁶, (r) –C(=NR⁶)R⁶, (s) –NR⁶C(O)NR⁶R⁶, (t) –NR⁶S(O)_pR⁶, (u) –S(O)_pNR⁶R⁶, (v) –NR⁶S(O)_pNR⁶R⁶, (w) a C₁₋₆ alkyl group, (x) a C₂₋₆ alkenyl group, (y) a C₂₋₆ alkynyl group, (z) a C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (aa) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein any of (w)–(aa) optionally is substituted with one or more moieties selected from the group consisting of R⁶, F, Cl, Br, I, CN, NO₂, –OR⁶, –NH₂, –NH(C₁₋₆ alkyl), –N(C₁₋₆ alkyl)₂, a C₁₋₆ alkoxy group, a C₁₋₆ alkylthio group, and a C₁₋₆ acyl group;

R¹¹ each occurrence, independently is selected from the group consisting of:

- (a) a carbonyl group, (b) a formyl group, (c) F, (d) Cl, (e) Br, (f) I, (g) CN, (h)

NO₂, (i) OR⁸, (j) -S(O)_pR⁸, (k) -C(O)R⁸, (l) -C(O)OR⁸,
 (m) -OC(O)R⁸, (n) -C(O)NR⁸R⁸, (o) -OC(O)NR⁸R⁸,
 (p) -C(=NR⁸)R⁸, (q) -C(R⁸)(R⁸)OR⁸, (r) -C(R⁸)₂OC(O)R⁸,
 (s) -C(R⁸)(OR⁸)(CH₂)_rNR⁸R⁸, (t) -NR⁸R⁸, (u) -NR⁸OR⁸,
 (v) -NR⁸C(O)R⁸, (w) -NR⁸C(O)OR⁸, (x) -NR⁸C(O)NR⁸R⁸, (y) -NR⁸S(O)_rR⁸, (z)
 -C(OR⁸)(OR⁸)R⁸, (aa) -C(R⁸)₂NR⁸R⁸, (bb) =NR⁸, (cc) -C(S)NR⁸R⁸, (dd) -
 NR⁸C(S)R⁸, (ee) -OC(S)NR⁸R⁸, (ff) -NR⁸C(S)OR⁸, (gg) -NR⁸C(S)NR⁸R⁸, (hh) -
 SC(O)R⁸, (ii) a C₁₋₈ alkyl group, (jj) a C₂₋₈ alkenyl group, (kk) a C₂₋₈ alkynyl
 group, (ll) a C₁₋₈ alkoxy group, (mm) a C₁₋₈ alkylthio group, (nn) a C₁₋₈ acyl
 group, (oo) a C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (pp) a 3-10
 membered saturated, unsaturated, or aromatic heterocycle containing one or more
 heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
 wherein (ii)-(kk) optionally are substituted with one or more R⁵ groups;

R¹² is selected from the group consisting of:

(a) H, (b) a C₁₋₆ alkyl group, (c) a C₂₋₆ alkenyl group, (d) a C₂₋₆ alkynyl group, (e)
 -C(O)R⁵, (f) -C(O)OR⁵, (g) -C(O)-NR⁴R⁴R⁴R⁴, (h) -C(S)R⁵, (i) -C(S)OR⁵, (j) -
 C(O)SR⁵, (k) -C(S)-NR⁴R⁴R⁴R⁴, (l) a C₃₋₁₀ saturated, unsaturated, or aromatic
 carbocycle, or (m) a 3-10 membered saturated, unsaturated, or aromatic
 heterocycle containing one or more heteroatoms selected from the group
 consisting of nitrogen, oxygen, and sulfur, (n) a -(C₁₋₆ alkyl)-C₃₋₁₀ saturated,
 unsaturated, or aromatic carbocycle, or (o) a -(C₁₋₆ alkyl)-3-10 membered
 saturated, unsaturated, or aromatic heterocycle containing one or more
 heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
 wherein (a)-(d) and (l)-(o) optionally are substituted with one or more R⁵
 groups;

p at each occurrence is 0, 1, or 2;

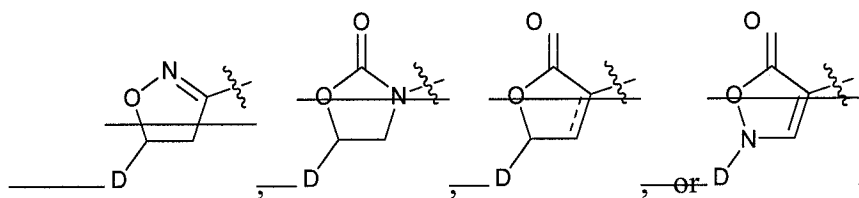
r at each occurrence is 0, 1, or 2;

t at each occurrence is 0, 1, or 2;

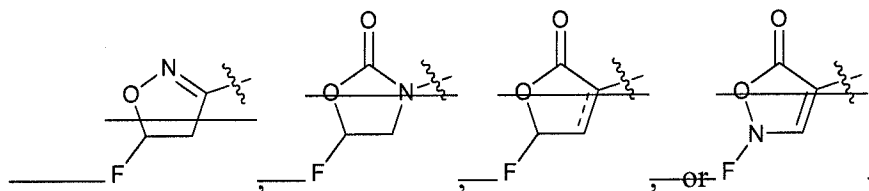
u at each occurrence is 1, 2, 3, or 4;

provided that

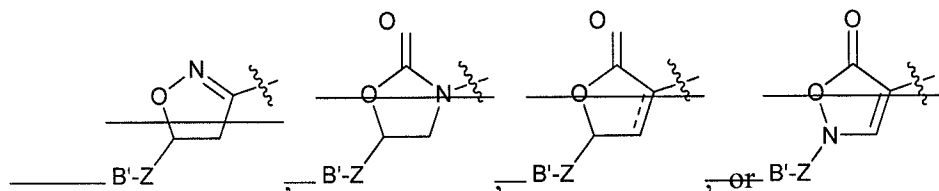
i) ——— when T is a 14 or 15 membered macrolide D-E is not



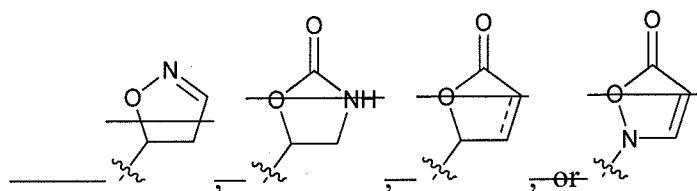
ii) ~~when T is a 14 or 15 membered macrolide F~~ B' is not



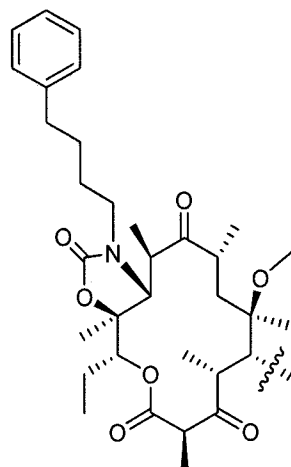
iii) ~~when T is a 14 or 15 membered macrolide B'-Z~~ B'' is not



iv) ~~when T is a 14 or 15 membered macrolide R¹¹~~ is not



v) when the compound has formula I and T is

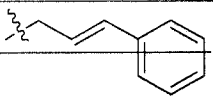
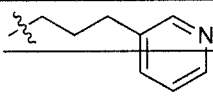
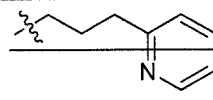
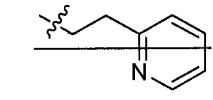
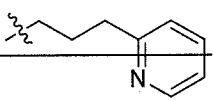
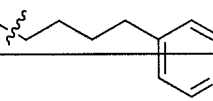
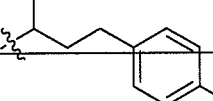
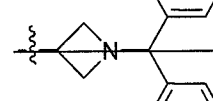
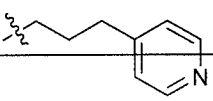
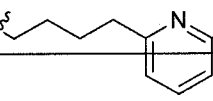
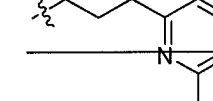


D is not a single bond or a $-\text{CH}_2-$,

vi) ~~when the compound has formula I and T is a 14 or 15 membered macrolide D-E-F is not a $-\text{CH}_2-$,~~

vii) ~~when the compound has formula I and T is a 14 or 15 membered macrolide D-E-F-G is not a chemical moiety selected from the chemical moieties listed in Table A~~

Table A

, and

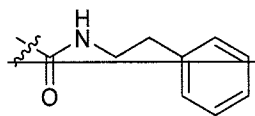
viii) ~~when the compound has formula II and T is a 16 membered macrolide~~

i. ~~D-E is not a glycoside attached via its anomeric carbon,~~

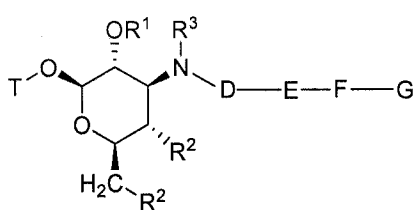
ii. ~~D-E-F-G is not a C_{1-4} (alkyl), C_{2-4} (alkenyl), or C_{2-4} (alkynyl) chain bonded to a 5-10 membered monocyclic or bicyclic carbocycle or heterocycle or bonded to a 5 or 6 membered carbocycle or heterocycle further bonded to a 5 or 6 membered carbocycle or heterocycle, any of said carbocycles or heterocycles being optionally substituted with one or more groups selected from the group consisting of (aa) $-\text{OH}$, (bb) $-\text{F}$, (cc) $-\text{Cl}$, (dd) $-\text{I}$, and (ee) $-\text{NO}_2$, and~~

- iii. ~~D-E-F-G~~ is not a chemical moiety selected from the chemical moieties listed in Table B.

Table B

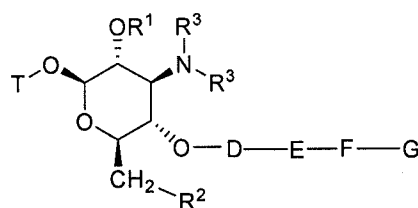
	<p>-(t-butoxycarboxy)-3-(3-quinolyl)</p>
---	---

2. (Currently Amended) A compound according to claim 1, having the formula:



I

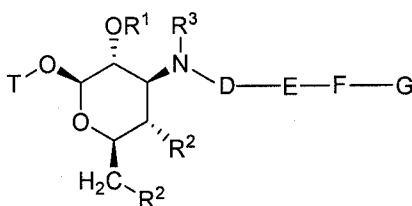
or



II

or a pharmaceutically acceptable salt, or ester, ~~N-oxide~~, or ~~prodrug~~ thereof wherein T, D, E, F, G, R¹, R² and R³ are as described in claim 1.

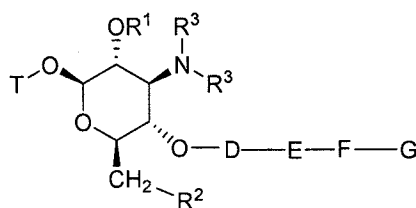
3. (Currently Amended) A compound according to claim 2 having the formula:



I

or a pharmaceutically acceptable salt, or ester, ~~N-oxide~~, or ~~prodrug~~ thereof wherein T, D, E, F, G, R¹, R² and R³ are as described in claim 1.

4. (Currently Amended) A compound according to claim 2 having the formula:



II

or a pharmaceutically acceptable salt, or ester, ~~N-oxide, or prodrug~~ thereof wherein T, D, E, F, G, R¹, R² and R³ are as described in claim 1.

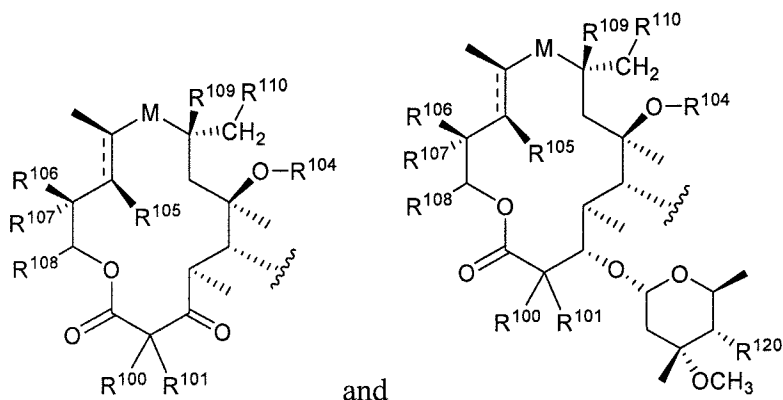
5. (Canceled).

6. (Currently Amended) A compound according to claim 1 or a pharmaceutically acceptable salt, or ester, ~~N-oxide, or prodrug~~ thereof wherein G is B'.

7. (Currently Amended) A compound according to claim 6 or a pharmaceutically acceptable salt, or ester, ~~N-oxide, or prodrug~~ thereof wherein B' is selected from the group consisting of: (a) an aryl group, (b) a heteroaryl group, (c) a biaryl group, and (d) a fused bicyclic or tricyclic unsaturated or aromatic ring system optionally containing one or more carbonyl groups and one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein each (a)-(d) optionally is substituted with one or more R¹¹ groups.

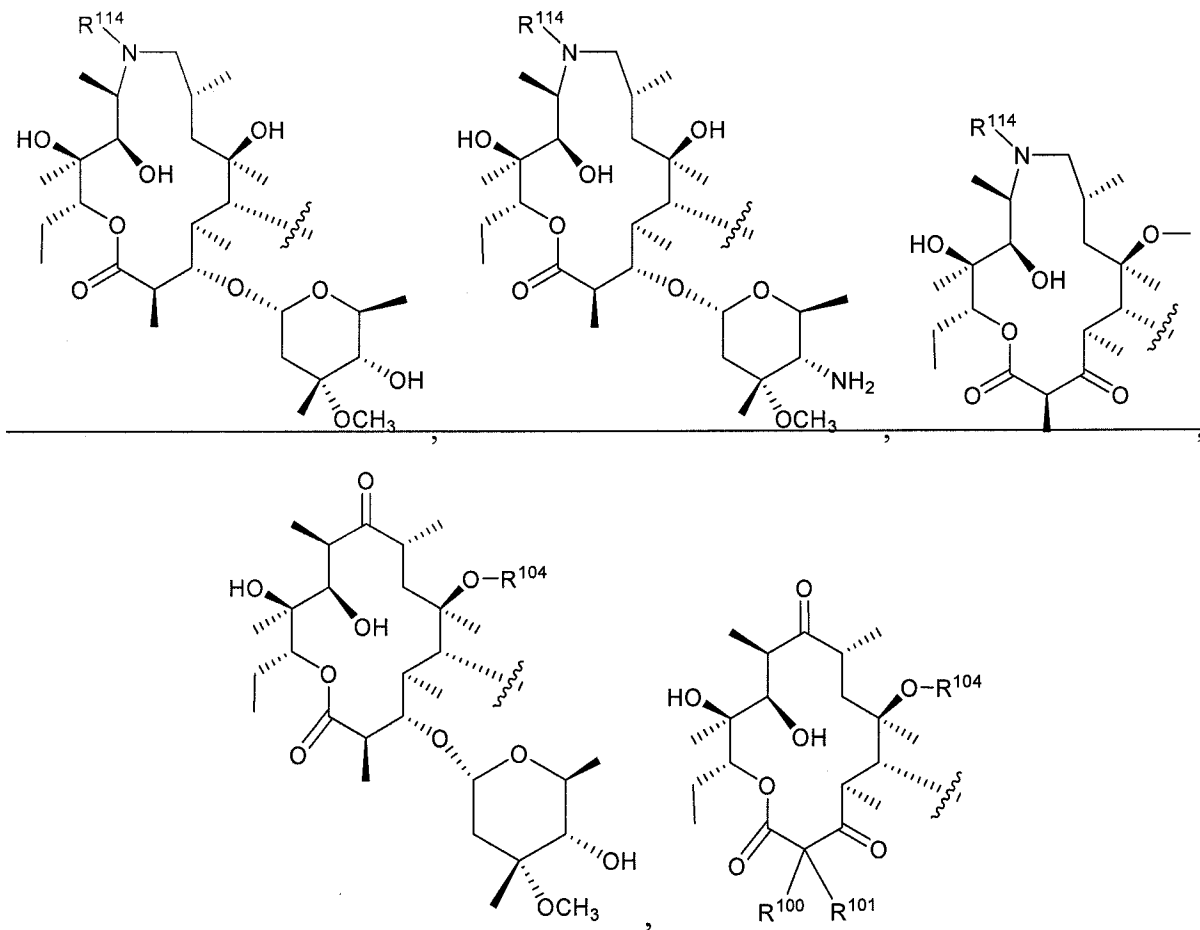
8. – 13. (Canceled).

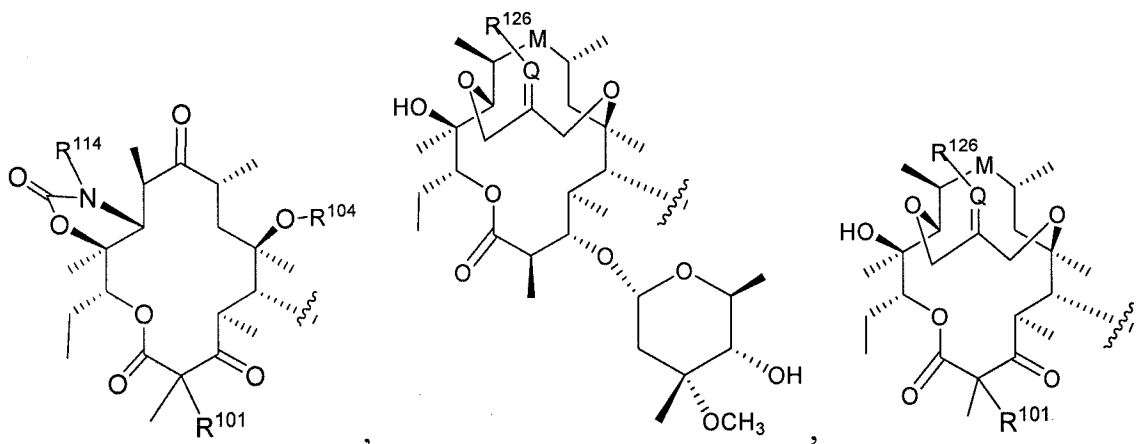
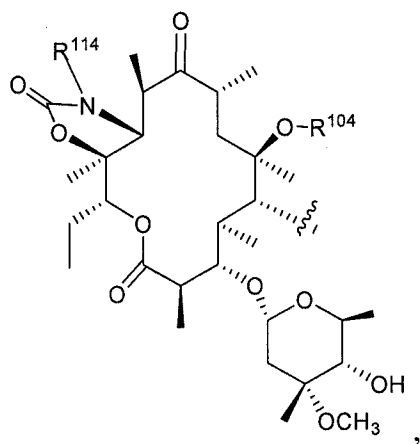
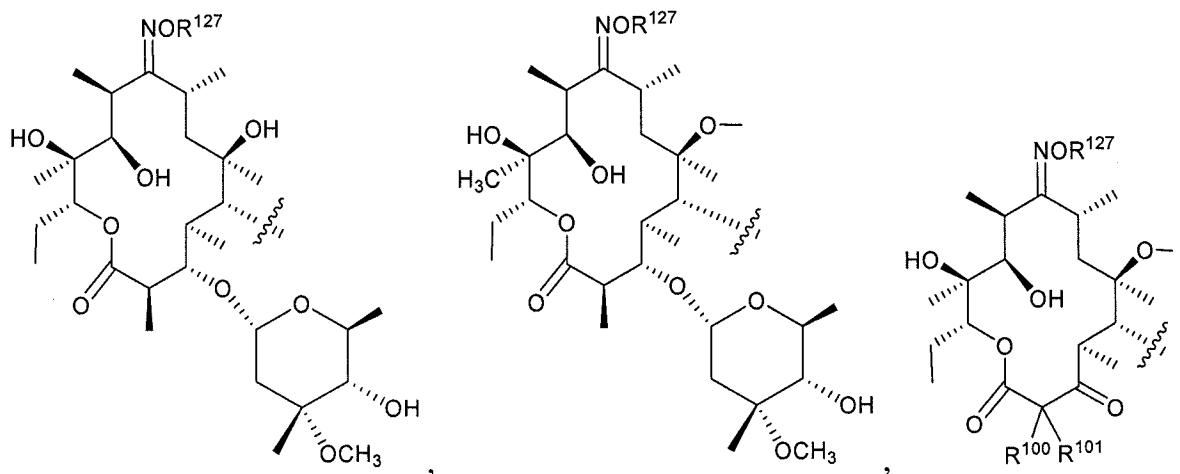
14. (Currently Amended) A compound according to claim 1, wherein T is a macrolide selected from the group consisting of:

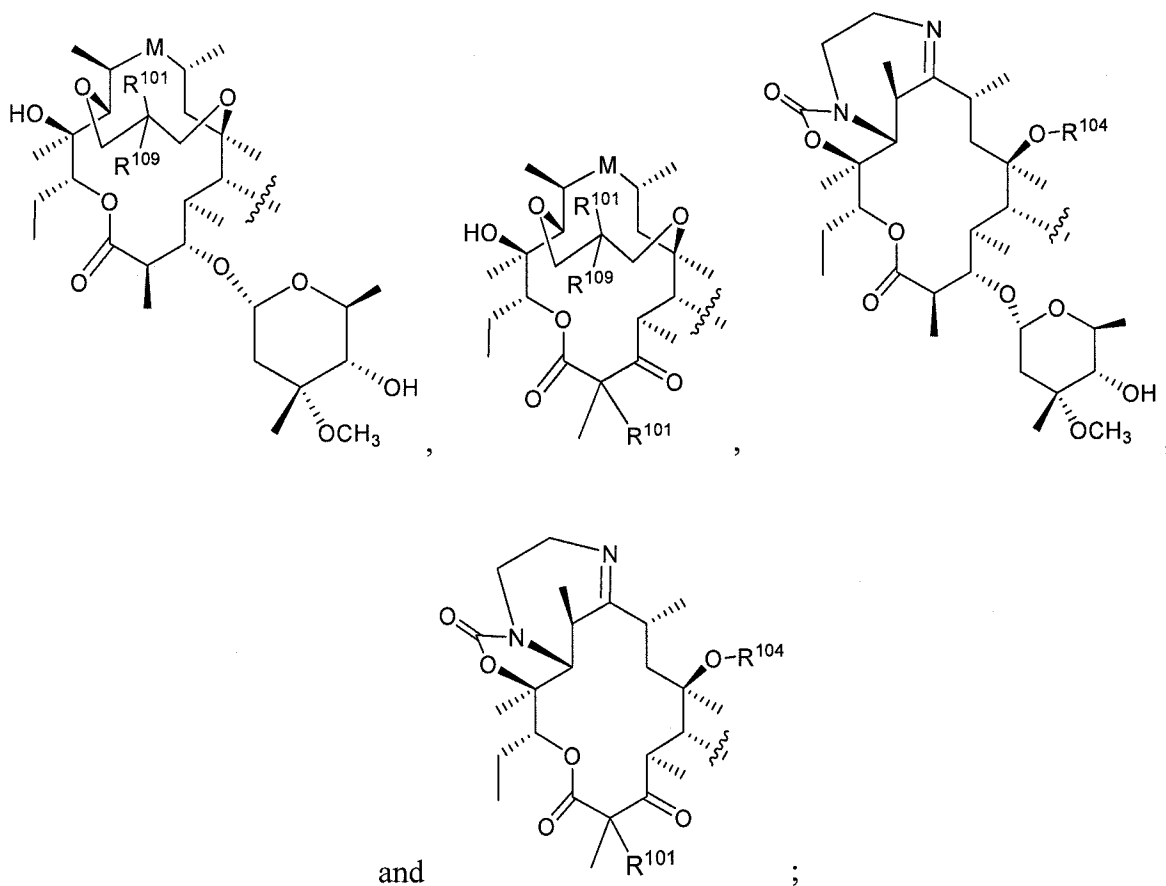


or an ~~N-oxide~~ pharmaceutically acceptable salt, or ester, or prodrug thereof, wherein M, R¹⁰⁰, R¹⁰¹, R¹⁰⁴, R¹⁰⁵, R¹⁰⁶, R¹⁰⁷, R¹⁰⁸, R¹⁰⁹, R¹¹⁰, and R¹²⁰ are as described in claim 1[[3]].

15. (Currently Amended) A compound according to claim 1, wherein T is a macrolide selected from the group consisting of:



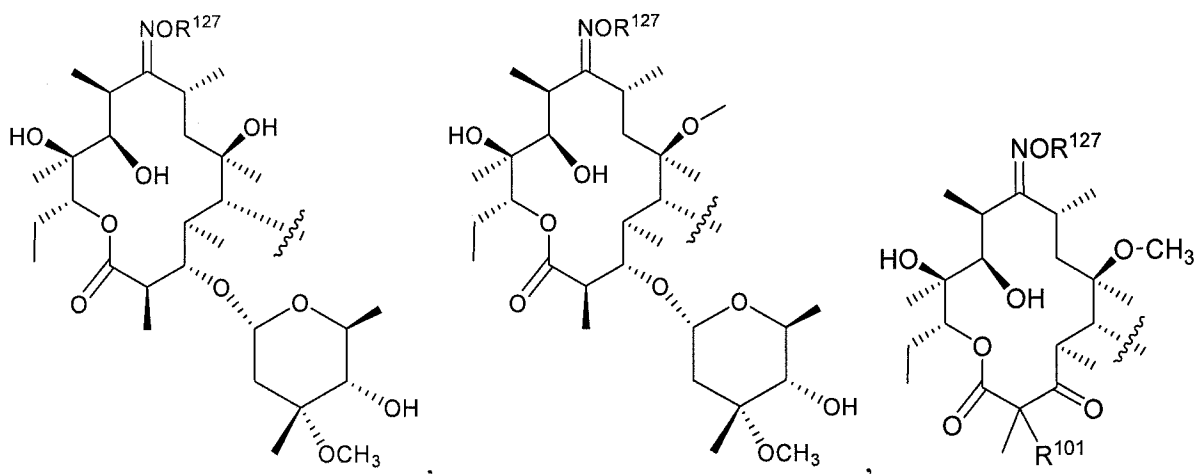
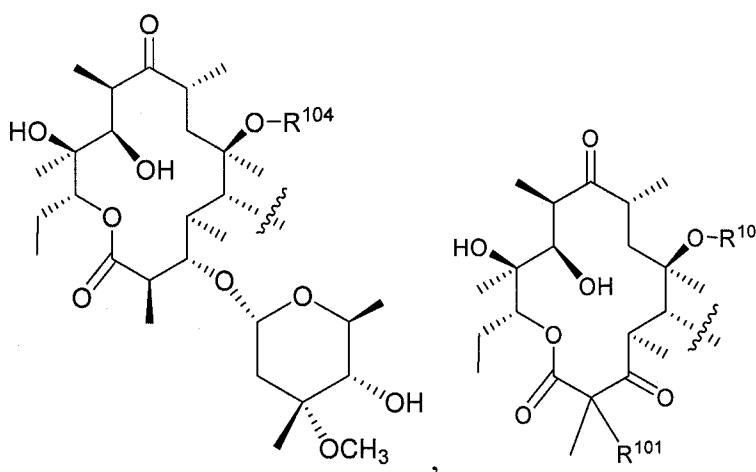
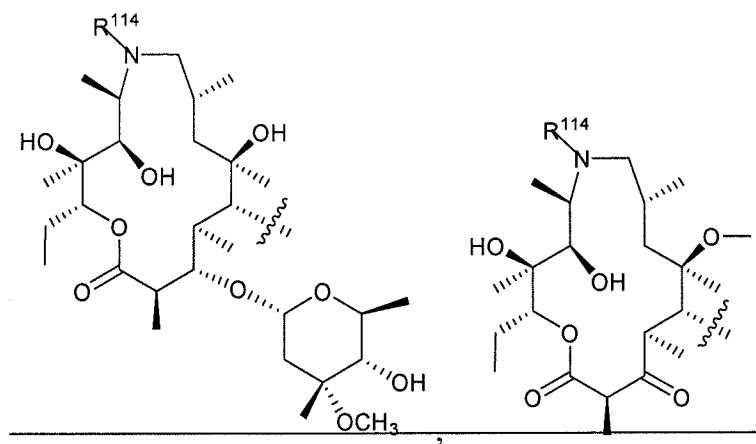


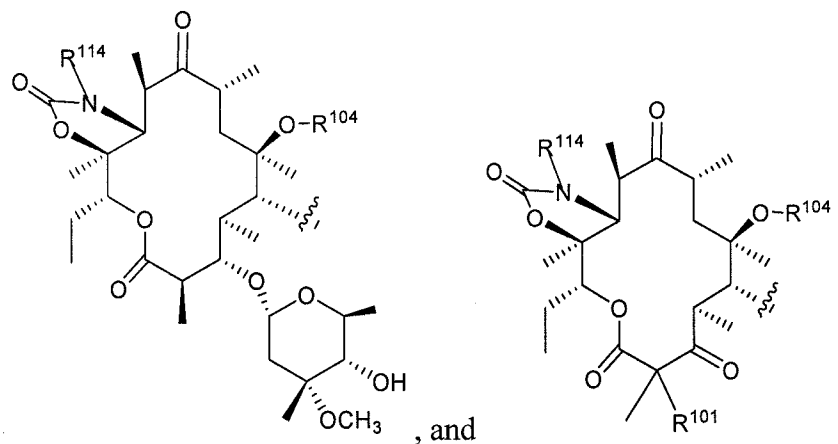


or an *N*-oxide pharmaceutically acceptable salt, or ester, ~~or prodrug~~ thereof,

wherein M, R¹⁰⁰, R¹⁰¹, R¹⁰², R¹⁰⁴, R¹⁰⁹, R¹¹⁴, R¹²⁶ and R¹²⁷ are as described in claim 1[[3]].

16. (Currently Amended) A compound according to claim 1, wherein T is a macrolide selected from the group consisting of:

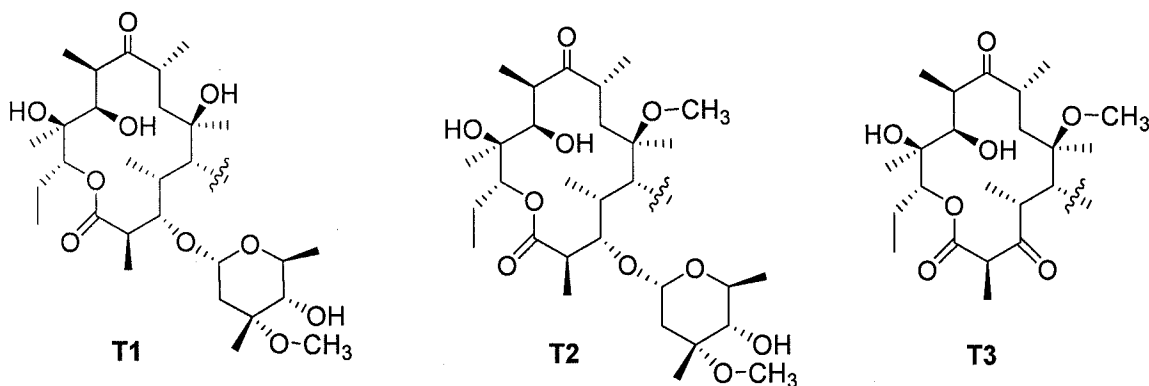


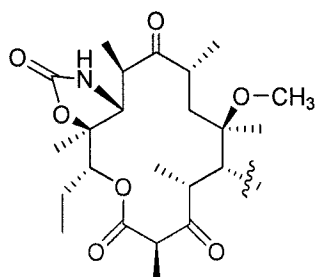


or an *N*-oxide pharmaceutically acceptable salt, or ester, or prodrug thereof,

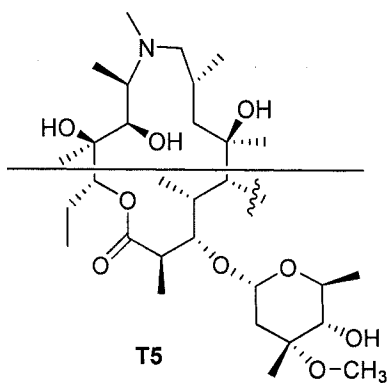
wherein M, R¹, R², R¹⁰⁴, R¹¹⁴, R¹⁰⁹ and R¹²⁷ are as described in claim 1[[3]].

17. (Currently Amended) A compound according to claim 1, wherein T is a macrolide selected from the group consisting of T1 ~~through T33~~, T2, T3, T4, T11, T12, T13, T14, T15, T16, T17, T18, T19, T20, T21, T23, T24, T25, T26, T27, T29, T30, T31, T32, and T33:

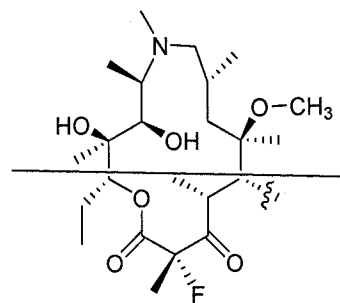




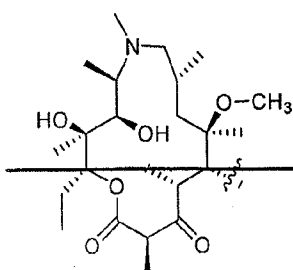
T4



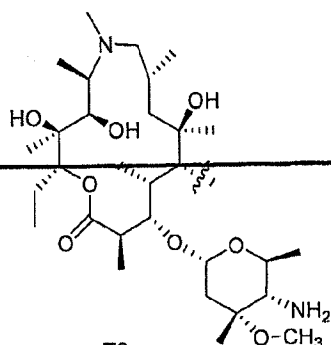
T5



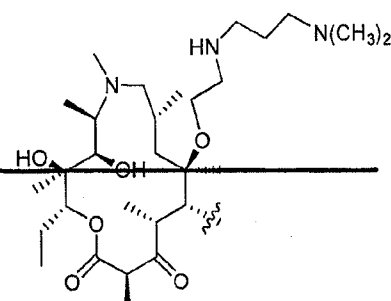
T6



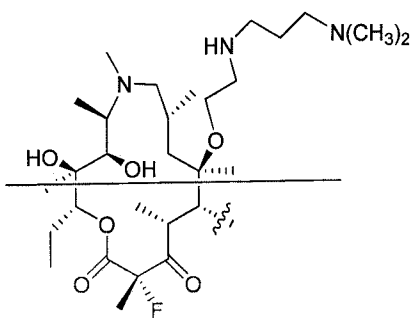
T7



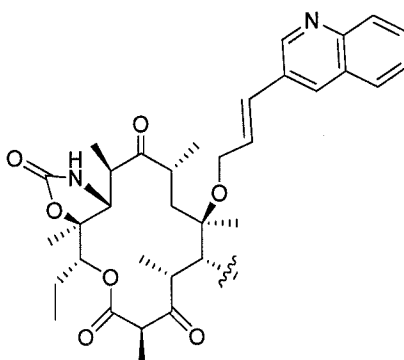
T8



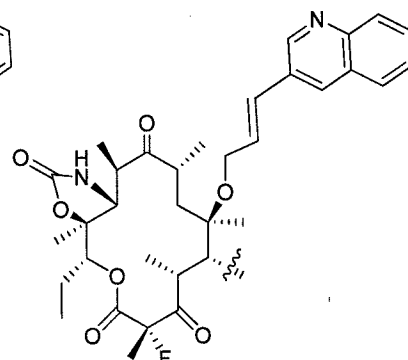
T9



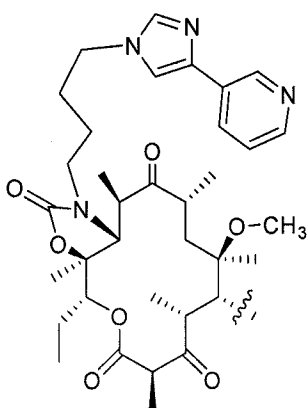
T10



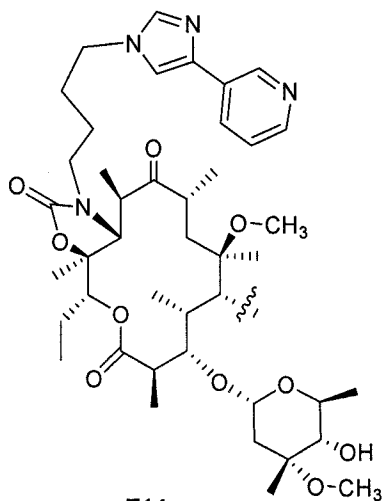
T11



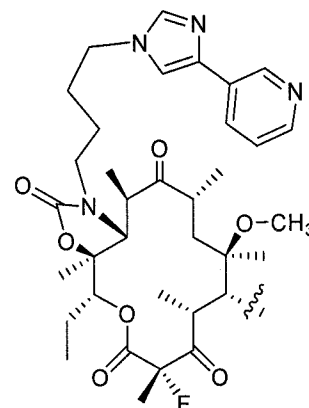
T12



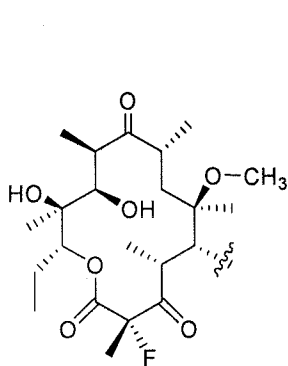
T13



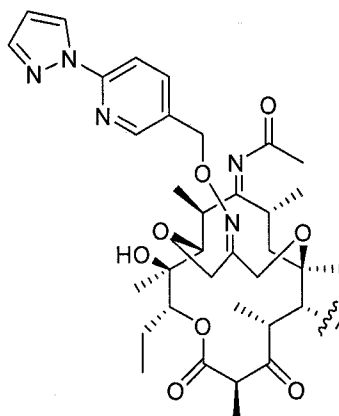
T14



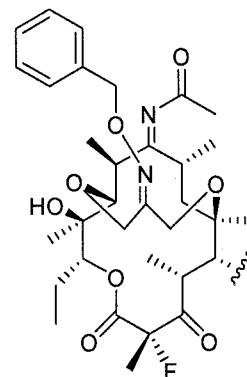
T15



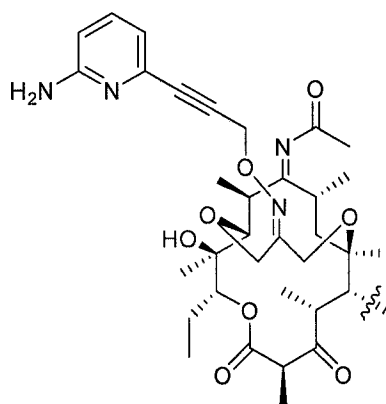
T16



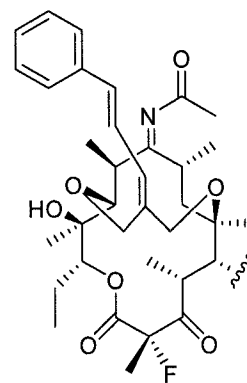
T17



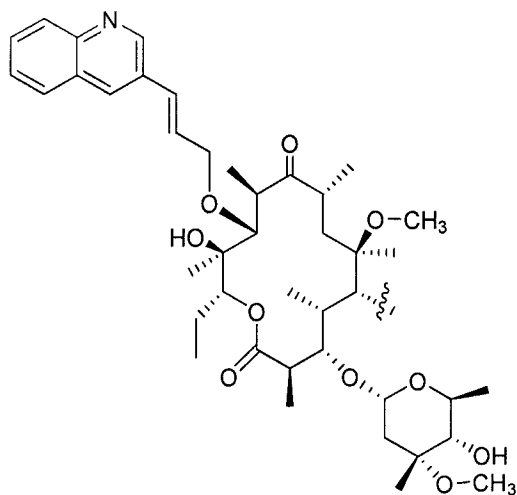
T18



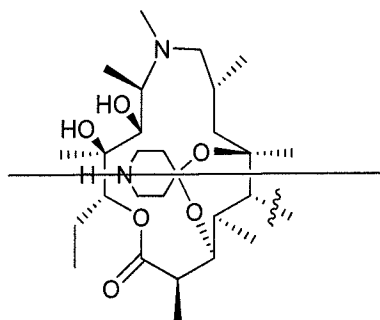
T19



T20

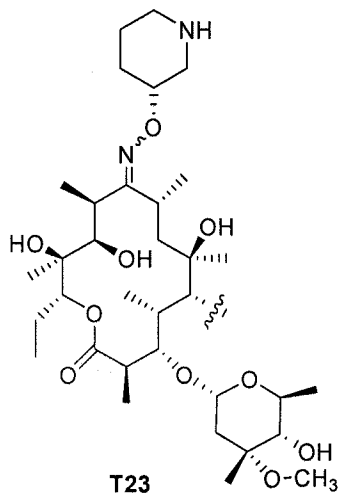


T21

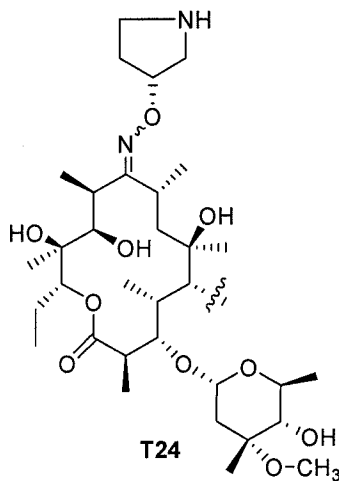


T22

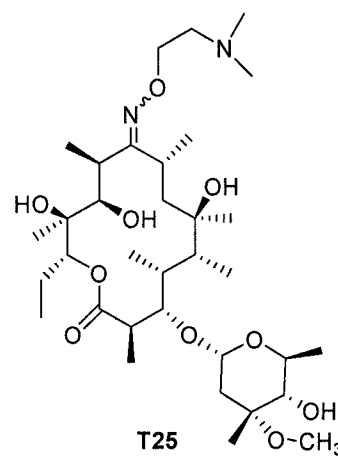
;



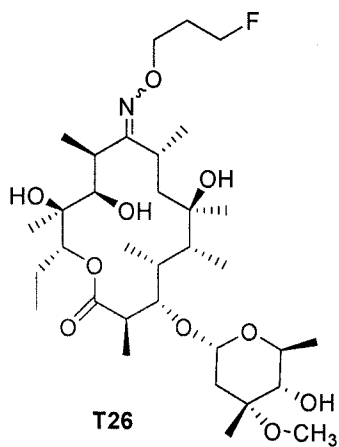
T23



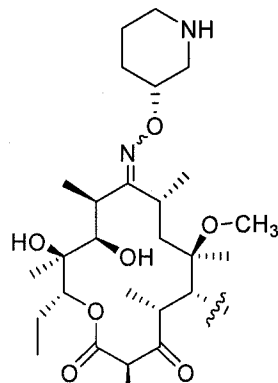
T24



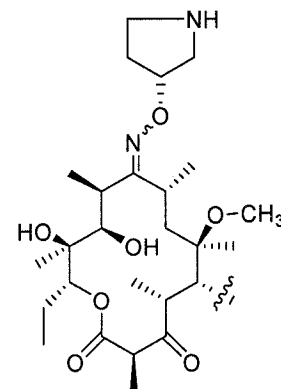
T25



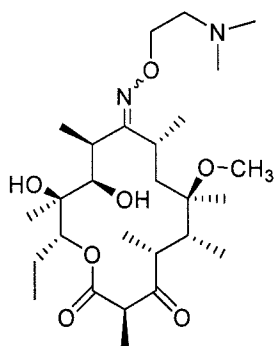
T26



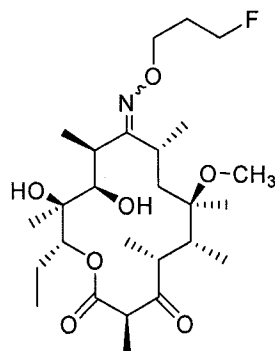
T27



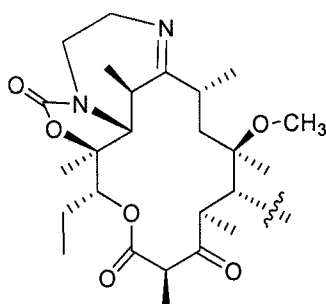
T28



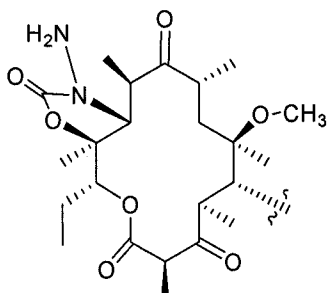
T29



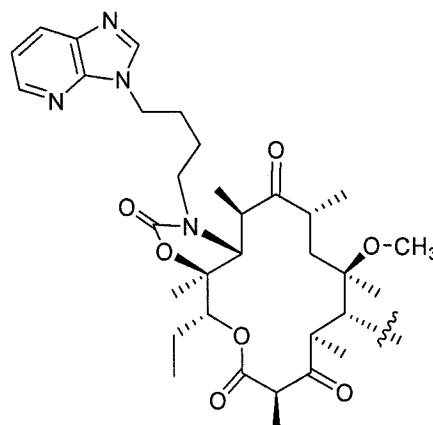
T30



T31



T32



T33

or a pharmaceutically acceptable salt, or ester, ~~N-oxide~~, ~~or prodrug~~ thereof.

18. (Currently Amended) A compound having the structure corresponding to any one of the structures listed in Table 1 or 13 selected from structure 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 601, 608, 610, 612, 613, 615, 620, 621, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 742, 743, 744, 745, and 749 or a pharmaceutically acceptable salt, or ester, ~~N-oxide~~, ~~or prodrug~~ thereof.

19. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

20. (Currently Amended) A method for treating ~~or preventing a disease state a~~ bacterial infection in a mammal comprising administering to a mammal in need thereof an effective amount of a compound according to claim 1.

21. - 35. (Canceled).

36. (Previously Presented) The method according to claim 20 wherein the compound is administered orally, parentally, or topically.

37. (Previously Presented) A method of synthesizing a compound according to claim 1.

38. (Previously Presented) A medical device containing a compound according to claim 1.

39. (Previously Presented) The medical device according to claim 38, wherein the device is a stent.